

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 15, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 17902 - A
FILED

AUG 18 '97

11-19 AM

RE: Termination of Lease of Railroad Equipment dated as of July 1, 1997 by
Helm Financial Corporation ("Lease Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording,
under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder
the following document:

Two (2) fully-executed originals of the above-referenced Lease
Termination.

In connection with the recording of the Lease Termination, please note the
following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Wheeling and Lake Erie Railway Company
100 East First Street
Brewster, OH 44613

Equipment: Twelve (12) covered cement railcars as more
fully described in Schedule A to the Lease
Termination attached hereto.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed
on July 28, 1992 at 2:55 p.m. under Recordation
No. 17902.

Please file the Lease Termination as a supplementary document and return one
(1) endorsed original to my attention. A check covering the filing fee of
twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P/Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

TERMINATION OF LEASE

AUG 18 '97

11-19AM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of July 1, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of June 22, 1992, as amended ("Lease"), with Wheeling and Lake Erie Railway Company, a Pennsylvania corporation, with respect to the twelve (12) covered cement railcars as more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") (f.k.a. the Interstate Commerce Commission) under STB Recordation Number 17902 on July 28, 1992 at 2:55 p.m.

The Lease was terminated on June 30, 1997. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 8, 1997, before me, Patrick M. Hapin - Notary Public
personally appeared John F. Dains, Senior Vice President & CFO of HELM
FINANCIAL CORPORATION,

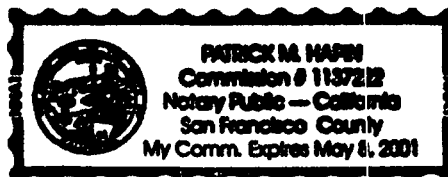
✓ personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Patrick M. Hapin

SIGNATURE OF THE NOTARY



ph

SCHEDULE A

Description of the Units:

Twelve (12), 2,000 cubic-foot, 70-ton capacity, roller bearing, covered cement railcars originally built in 1959.

Unit Numbers:

WE 98856, 98883, 98898, 98917, 98941, 99620, 99650, 99665, 99718, 99764, 99765

ph